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*Counsel for Kensington International Limited,  
Manchester Securities Corp. and  
Springfield Associates, LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	Jointly Administered
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**VERIFIED STATEMENT OF DECHERT LLP  
PURSUANT TO BANKRUPTCY RULE 2019**

Glenn E. Siegel, on behalf of Dechert LLP ("Dechert"), as attorneys for the entities listed on Exhibit A hereto (collectively, the "Entities"), in connection with the above-captioned chapter 11 cases (collectively, the "Debtors"), makes the following statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure:

1. Dechert is counsel to the Entities in the above-captioned cases. The address for Dechert for purposes of this statement is 1095 Avenue of the Americas, New York, New York 10036-6797.

2. The mailing address for each of the Entities is listed on Exhibit A hereto.

3. Each of the Entities hold claims against the Debtors, in their capacity as Tranche C Lenders<sup>1</sup> to the Debtors under that certain Revolving Credit, Term Loan and Guaranty Agreement among Delphi Corporation, as Borrower, and the Subsidiaries of the Borrower, as Guarantors, and the Lenders, dated January 9, 2007, as amended by the Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement Among (as thereafter amended, supplemented or otherwise modified from time to time), dated as of May 9, 2008 (the “DIP Credit Agreement”)

4. The following are the facts and circumstances concerning Dechert’s employment in these cases: on or about May 13, 2009, the Entities requested that Dechert represent them in connection with discussions relating to the DIP Credit Agreement.

5. Upon information and belief, Dechert does not possess any claims against or interests in the Debtors.<sup>2</sup>

Dated: May 26, 2009  
New York, New York

/s/ Glenn E. Siegel  
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<sup>1</sup> All capitalized terms not expressly defined in this statement shall be construed to have the same meaning as such terms have been defined in the DIP Credit Agreement (as hereinafter defined).

<sup>2</sup> Partners and employees of Dechert, in their individual capacities, may hold claims against and/or equity interests in the Debtors.

**EXHIBIT A**

**LIST OF CLIENTS ADVISED**

Kensington International Limited  
c/o Elliott Management Corporation  
712 Fifth Avenue, 35<sup>th</sup> Floor  
New York, New York 10019

Manchester Securities Corp.  
c/o Elliott Management Corporation  
712 Fifth Avenue, 35<sup>th</sup> Floor  
New York, New York 10019

Springfield Associates, LLC  
c/o Elliott Management Corporation  
712 Fifth Avenue, 35<sup>th</sup> Floor  
New York, New York 10019